




CLERK, U.S. BANKRUPTCY COURT
NORTHERN DISTRICT OF TEXAS

ENTERED

THE DATE OF ENTRY IS ON
THE COURT'S DOCKET

The following constitutes the ruling of the court and has the force and effect therein described.

Signed October 24, 2019


United States Bankruptcy Judge

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION

In re:

Senior Care Centers, LLC, *et al.*,¹

Debtors.

§
§
§
§
§
§
§

Chapter 11

Case No. 18-33967 (BJH)

(Jointly Administered)

**ORDER APPROVING MOTION OF DEBTORS FOR ENTRY OF AN
ORDER (I) APPROVING THE DISCLOSURE STATEMENT;
(II) ESTABLISHING PROCEDURES FOR THE SOLICITATION
AND TABULATION OF VOTES TO ACCEPT OR REJECT
THE PLAN; (III) SCHEDULING A CONFIRMATION HEARING;
(IV) APPROVING RELATED NOTICE PROCEDURES; AND
(V) GRANTING RELATED RELIEF**

Upon the motion (the “**Motion**”) ² of the Debtors for entry of an order (this “**Order**”) (i) approving the Disclosure Statement, (ii) establishing procedures for the solicitation and

¹ The Debtors in the Chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are set forth in the *Order (I) Directing Joint Administration of Chapter 11 Cases, and (II) Granting Related Relief* [Docket No. 569] and may also be found on the Debtors’ claims agent’s website at <https://omnimgt.com/SeniorCareCenters>. The location of the Debtors’ service address is 600 North Pearl Street, Suite 1100, Dallas, Texas 75201.

² Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to such terms in the Motion.

tabulation of votes to accept or reject the plan, (iii) approving a voting agent, (iv) scheduling the Confirmation Hearing, (v) approving the related notice procedures, and (vi) granting related relief; and the Court having jurisdiction over this matter pursuant to 28 U.S.C. 157 and §§ 1334(b); and the Court having found that this matter is a core proceeding pursuant to 28 U.S.C. § 157(b)(2), and that the Debtors consent to entry of a final order under Article III of the United States Constitution; and the Court having found that venue of this proceeding and the Motion in this District is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and the Court having determined that the relief requested in the Motion is in the best interests of the Debtors, their estates, their creditors, and other parties in interest; and it appearing that proper and adequate notice of the Motion has been given, under the circumstances, and that no other or further notice is necessary; and upon the record herein; and after due deliberation thereon; and good and sufficient cause appearing therefore, it is hereby

ORDERED, ADJUDGED AND DECREED THAT:

1. The Motion is GRANTED as set forth herein.
2. The Disclosure Statement for the *Third Amended Joint Plan of Reorganization Under Chapter 11 of the Bankruptcy Code* [Docket No. 2054] (the “**Disclosure Statement**”), as modified, is approved as containing adequate information within the meaning of Bankruptcy Code section 1125.
3. Any objections to the approval of the Disclosure Statement are hereby overruled.
4. The Solicitation Procedures and Confirmation Procedures are amended to provide the Committee with the same rights as the Debtors with respect to such Solicitation Procedures and Confirmation Procedures.

5. The Solicitation Procedures (and the form and manner of notice thereof), including the notices of nonvoting status (substantially in the form annexed hereto as Exhibit 1, Deemed to Accept, and Exhibit 2, Deemed to Reject), the form of ballots (substantially in the form annexed hereto as Exhibit 3 and Exhibit 4), the Solicitation Commencement Date of **October 25, 2019**, the Voting Deadline of **November 29, 2019**, the Solicitation Package, the Voting Record Date of **October 22, 2019**, the Tabulation Rules, and all other solicitation Procedures are adequate and sufficient and hereby approved; provided, however, that the Debtors and the Committee have reserved, subject to Court approval, the right to further amend or supplement the Solicitation Procedures to better facilitate the solicitation process.

6. The following schedule of dates is hereby approved:

- a. October 22, 2019: Record date for determination of claim or interest holder status (the “**Voting Record Date**”);
- b. October 22, 2019: Hearing on the Motion;
- c. October 25, 2019: Deadline for serving Solicitation Packages;
- d. October 31, 2019: Deadline for newspaper publication;
- e. November 8, 2019: Deadline to file Rule 3018(a) Motions;
- f. November 15, 2019: Deadline for Rule 3018(a) Objections;
- g. November 19, 2019: Deadline to file Plan Supplement;
- h. November 29, 2019: Deadline for filing objections to Plan confirmation;
- i. November 29, 2019: Deadline for receipt of Ballots;
- j. December 2, 2019: Deadline for the Debtors and the Committee to reply to any objections to Plan confirmation;
- k. December 2, 2019: Deadline for submission of tabulation report; and
- l. December 4, 2019: Confirmation Hearing.

7. The Confirmation Procedures, including the Confirmation Hearing Notice (substantially in the form attached hereto as Exhibit 5) and the form and manner of service and publication thereof, and all other Confirmation Procedures described in the motion are adequate and sufficient and hereby approved; provided, however, that the Debtors and the Committee have reserved, subject to Court approval, the right to further amend or supplement the Confirmation Procedures to better facilitate the confirmation process.

8. The Confirmation Hearing shall be held **on December 4, 2019 at 9:30 a.m. (prevailing Central Time)**, which date may be continued from time-to-time without further notice other than the announcement at such time of the date or dates of any adjourned hearing.

9. Any objections to the Plan must: (a) be in writing; (b) state the name and address of the responding party and the amount and nature of the claim or interest of such party; (c) state with particularity the legal and factual basis of any response; (d) conform to the Bankruptcy Rules and Local Rules; and (e) be filed with the Bankruptcy Court and served so that they are received by the parties identified in the Confirmation Hearing Notice no later than **November 29, 2019 at 5:00 p.m. (prevailing Central Time)** (the “**Confirmation Objection Deadline**”).

10. The Debtors, the Committee, and any other party in interest shall file replies, if any, to objections to confirmation of the Plan by **December 2, 2019 at 5:00 p.m. (prevailing Central Time)**.

11. Fact Discovery.

- a. Any requests for production of documents made by non-debtor parties in connection with confirmation must be served by the later of: (i) ten (10) days from the date of the entry of this order; or (ii) November 1, 2019.
- b. Responses and objections to requests for production of documents are due by November 15, 2019. Any party served with requests for production of documents shall substantially complete production of documents, subject to any objections by November 22, 2019.

- c. Parties shall serve deposition notices for fact depositions by November 15, 2019. The parties shall conduct any fact deposition between November 18, 2019 and November 29, 2019.
- d. Fact discovery shall close by November 29, 2019.

12. Expert Discovery.

- a. The parties must identify any testifying expert(s), if any, and serve expert reports by the later of (i) ten (10) days before the Confirmation Hearing; or (ii) November 25, 2019.
- b. Any rebuttal expert(s) must be identified by the later of (i) five (5) days before the Confirmation Hearing; or (ii) November 30, 2019.
- c. Expert depositions must be conducted before December 2, 2019.

13. The Debtors and the Committee are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in Accordance with the Motion.

14. Notwithstanding any Bankruptcy Rule or Local Rule to the contrary, this Order shall be immediately effective and enforceable upon its entry

15. This Court shall retain jurisdiction over any and all matters arising from the interpretation, implementation, or enforcement of this Order.

End of Order

Order submitted by:

POLSINELLI PC

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Counsel to the Official Committee of Unsecured Creditors

Exhibit 1

Notice of Nonvoting Status – Deemed to Accept

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION**

In re:	§	
	§	Chapter 11
	§	
Senior Care Centers, LLC, <i>et al.</i> , ¹	§	Case No. 18-33967 (BJH)
	§	
Debtors.	§	(Jointly Administered)
	§	

**NOTICE OF NONVOTING STATUS WITH RESPECT
TO CLASSES DEEMED TO ACCEPT THE PLAN**

TO: ALL HOLDERS OF CLAIMS OR EQUITY INTERESTS
PLEASE TAKE NOTICE OF THE FOLLOWING:

1. On October 16, 2019, the Debtors and the Official Committee of Unsecured Creditors (the “**Committee**”) filed the *Disclosure Statement* (the “**Disclosure Statement**”) for the *Third Amended Joint Plan of Reorganization* (the “**Plan**”). On October 22, 2019, the Bankruptcy Court entered an order (the “**Disclosure Statement Order**”), among other things, (i) approving the Disclosure Statement, (ii) approving certain notice related procedures and other procedures for solicitation and tabulation of votes to accept or reject the Plan, and (iii) scheduling a hearing for confirmation of the Plan (the “**Confirmation Hearing**”). The Debtors and the Committee are using the Disclosure Statement in connection with the solicitation of acceptances of the Plan from the holders of certain impaired claims against the Debtors who are entitled to vote to accept or reject the Plan.

2. The Confirmation Hearing will be held before the Honorable Stacey G. C. Jernigan, United States Bankruptcy Judge, United States Bankruptcy Court for the Northern District of Texas, Earle Cabell Federal Building, 1100 Commerce Street, 14th Floor, Courtroom No. 1, Dallas, Texas 75242, on **December 4, 2019 at 9:30 a.m. (prevailing Central Time)**. The Confirmation Hearing may be continued from time-to-time without further notice other than an announcement by the above-captioned debtors and debtors-in-possession in open court on the adjourned date(s) at the Confirmation Hearing or on any continued hearing and/or as indicated in any notice filed with the Court. The Plan may be amended, supplemented, or modified from time to time, if necessary, before, during, or as a result of the Confirmation Hearing, without further notice to Creditors or other parties in interest, to the extent permissible by the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, and other applicable law.

¹ The Debtors in the Chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are set forth in the *Order (I) Directing Joint Administration of Chapter 11 Cases, and (II) Granting Related Relief* [Docket No. 569] and may also be found on the Debtors’ claims agent’s website at <https://omnimgt.com/SeniorCareCenters>. The location of the Debtors’ service address is 600 North Pearl Street, Suite 1100, Dallas, Texas 75201.

3. **UNDER THE TERMS OF THE PLAN, YOUR CLAIM(S) AND/OR INTERESTS AGAINST THE DEBTORS IS/ARE NOT IMPAIRED (DEEMED TO ACCEPT THE PLAN) AND, THEREFORE, PURSUANT TO SECTION 1126(f) OF THE UNITED STATES BANKRUPTCY CODE, YOU ARE (I) DEEMED TO HAVE ACCEPTED THE PLAN, AND (II) NOT ENTITLED TO VOTE ON THE PLAN. IF YOU HAVE ANY QUESTIONS ABOUT THE STATUS OF YOUR CLAIM(S) AND/OR INTERESTS, YOU SHOULD CONTACT COUNSEL FOR THE DEBTORS, POLSINELLI PC, ATTN: STEPHEN J. ASTRINGER, 222 DELAWARE AVENUE, SUITE 1101, WILMINGTON, DELAWARE 19801. ALTHOUGH YOU ARE NOT ENTITLED TO VOTE ON THE PLAN WITH RESPECT TO YOUR CLAIM(S) AND/OR INTERESTS, YOU ARE A PARTY IN INTEREST IN THE DEBTORS' CHAPTER 11 CASE. ACCORDINGLY, YOU ARE ENTITLED TO PARTICIPATE IN THE CHAPTER 11 CASE, INCLUDING BY FILING OBJECTIONS TO CONFIRMATION OF THE PLAN.**

4. Any objections to the Plan must: (i) be in writing; (ii) state the name and address of the responding party and the amount and nature of the claim or interest of such party; (iii) state with particularity the legal and factual basis of any response; (iv) conform to the Bankruptcy Rules and Local Rules; and (v) be filed with the Bankruptcy Court and served on: (a) the Debtors, Senior Care Centers, LLC, 600 North Pearl Street, Suite 1100, Dallas, Texas 75201 (Attention: Kevin O'Halloran); (b) counsel to the Debtors, Polsinelli PC, 600 3rd Avenue, 42nd Floor, New York, New York 10016 (Attention: Jeremy R. Johnson) and Polsinelli PC, 2950 N. Harwood, Suite 2100, Dallas, Texas 75201 (Attention: Trey A. Monsour); (c) counsel to the Official Committee of Unsecured Creditors, Greenberg Traurig, LLP, 77 West Wacker Drive, Suite 3100, Chicago, Illinois 60601 (Attention: Nancy A. Peterman) and Greenberg Traurig, LLP, 1000 Louisiana Street, Suite 1700, Houston, Texas 77002 (Attention: Shari L. Heyen); and (d) the Office of the United States Trustee, 1100 Commerce Street, Room 976, Dallas, Texas 75242 (Attention: Meredyth A. Kippes), so that they are received no later than **November 29, 2019 at 5:00 p.m. (prevailing Central Time)**. Objections not timely filed and served in the manner set forth in the Disclosure Statement Order may not be considered and may be deemed overruled. The Debtors and the Committee reserve the right to file a consolidated reply to any such objection no later than December 2, 2019.

5. **Article VIII of the Plan contains certain release, exculpation, and injunction language. You should read the provisions contained in Article VIII of the Plan very carefully so that you understand how confirmation and consummation of the Plan will affect you and any claim, interest, right or action you may have against the Debtors. THE PLAN WILL BIND ALL HOLDERS OF CLAIMS AGAINST AND INTERESTS IN THE DEBTORS TO THE FULLEST EXTENT AUTHORIZED OR PROVIDED UNDER THE APPLICABLE PROVISIONS OF THE BANKRUPTCY CODE AND BY ALL OTHER APPLICABLE LAW.**

6. Copies of the Plan and Disclosure Statement are available for review without charge upon request to Debtors' counsel, Polsinelli PC, Attention: Stephen J. Astringer, sastringer@polsinelli.com, (302) 252-0962. Copies of the Plan and Disclosure Statement are also available on the Voting Agent's website at www.omnimgt.com/seniorcarecenters.

Dated: October 25, 2019
Dallas, Texas

POLSINELLI PC

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Counsel to the Official Committee of Unsecured Creditors

Exhibit 2

Notice of Nonvoting Status – Deemed to Reject

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION**

In re:	§	
	§	Chapter 11
	§	
Senior Care Centers, LLC, <i>et al.</i> , ¹	§	Case No. 18-33967 (BJH)
	§	
Debtors.	§	(Jointly Administered)
	§	

**NOTICE OF NONVOTING STATUS WITH RESPECT
TO CLASSES DEEMED TO REJECT THE PLAN**

TO: ALL HOLDERS OF CLAIMS OR EQUITY INTERESTS
PLEASE TAKE NOTICE OF THE FOLLOWING:

1. On October 16, 2019, the Debtors and the Official Committee of Unsecured Creditors (the “**Committee**”) filed the *Disclosure Statement* (the “**Disclosure Statement**”) for the *Third Amended Joint Plan of Reorganization* (the “**Plan**”). On October 22, 2019, the Bankruptcy Court entered an order (the “**Disclosure Statement Order**”), among other things, (i) approving the Disclosure Statement, (ii) approving certain notice related procedures and other procedures for solicitation and tabulation of votes to accept or reject the Plan, and (iii) scheduling a hearing for confirmation of the Plan (the “**Confirmation Hearing**”). The Debtors and the Committee are using the Disclosure Statement in connection with the solicitation of acceptances of the Plan from the holders of certain impaired claims against the Debtors who are entitled to vote to accept or reject the Plan.

2. The Confirmation Hearing will be held before the Honorable Stacey G. C. Jernigan, United States Bankruptcy Judge, United States Bankruptcy Court for the Northern District of Texas, Earle Cabell Federal Building, 1100 Commerce Street, 14th Floor, Courtroom No. 1, Dallas, Texas 75242, on **December 4, 2019 at 9:30 a.m. (prevailing Central Time)**. The Confirmation Hearing may be continued from time-to-time without further notice other than an announcement by the above-captioned debtors and debtors-in-possession in open court on the adjourned date(s) at the Confirmation Hearing or on any continued hearing and/or as indicated in any notice filed with the Court. The Plan may be amended, supplemented, or modified from time to time, if necessary, before, during, or as a result of the Confirmation Hearing, without further notice to Creditors or other parties in interest, to the extent permissible by the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, and other applicable law.

¹ The Debtors in the Chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are set forth in the *Order (I) Directing Joint Administration of Chapter 11 Cases, and (II) Granting Related Relief* [Docket No. 569] and may also be found on the Debtors’ claims agent’s website at <https://omnimgt.com/SeniorCareCenters>. The location of the Debtors’ service address is 600 North Pearl Street, Suite 1100, Dallas, Texas 75201.

3. UNDER THE TERMS OF THE PLAN, YOUR CLAIM(S) AND/OR INTERESTS AGAINST THE DEBTORS IS/ARE IMPAIRED (DEEMED TO REJECT THE PLAN) AND, THEREFORE, PURSUANT TO SECTION 1126(g) OF THE UNITED STATES BANKRUPTCY CODE, YOU ARE (I) DEEMED TO HAVE REJECTED THE PLAN, AND (II) NOT ENTITLED TO VOTE ON THE PLAN. IF YOU HAVE ANY QUESTIONS ABOUT THE STATUS OF YOUR CLAIM(S) AND/OR INTERESTS, YOU SHOULD CONTACT COUNSEL FOR THE DEBTORS, POLSINELLI PC, ATTN: STEPHEN J. ASTRINGER, 222 DELAWARE AVENUE, SUITE 1101, WILMINGTON, DELAWARE 19801. ALTHOUGH YOU ARE NOT ENTITLED TO VOTE ON THE PLAN WITH RESPECT TO YOUR CLAIM(S) AND/OR INTERESTS, YOU ARE A PARTY IN INTEREST IN THE DEBTORS' CHAPTER 11 CASE. ACCORDINGLY, YOU ARE ENTITLED TO PARTICIPATE IN THE CHAPTER 11 CASE, INCLUDING BY FILING OBJECTIONS TO CONFIRMATION OF THE PLAN.

4. Any objections to the Plan must: (i) be in writing; (ii) state the name and address of the responding party and the amount and nature of the claim or interest of such party; (iii) state with particularity the legal and factual basis of any response; (iv) conform to the Bankruptcy Rules and Local Rules; and (v) be filed with the Bankruptcy Court and served on: (a) the Debtors, Senior Care Centers, LLC, 600 North Pearl Street, Suite 1100, Dallas, Texas 75201 (Attention: Kevin O'Halloran); (b) counsel to the Debtors, Polsinelli PC, 600 3rd Avenue, 42nd Floor, New York, New York 10016 (Attention: Jeremy R. Johnson) and Polsinelli PC, 2950 N. Harwood, Suite 2100, Dallas, Texas 75201 (Attention: Trey A. Monsour); (c) counsel to the Official Committee of Unsecured Creditors, Greenberg Traurig, LLP, 77 West Wacker Drive, Suite 3100, Chicago, Illinois 60601 (Attention: Nancy A. Peterman) and Greenberg Traurig, LLP, 1000 Louisiana Street, Suite 1700, Houston, Texas 77002 (Attention: Shari L. Heyen); and (d) the Office of the United States Trustee, 1100 Commerce Street, Room 976, Dallas, Texas 75242 (Attention: Meredyth A. Kippes), so that they are received no later than **November 29, 2019 at 5:00 p.m. (prevailing Central Time)**. Objections not timely filed and served in the manner set forth in the Disclosure Statement Order may not be considered and may be deemed overruled. The Debtors and the Committee reserve the right to file a consolidated reply to any such objection no later than December 2, 2019.

5. Article VIII of the Plan contains certain release, exculpation, and injunction language. You should read the provisions contained in Article VIII of the Plan very carefully so that you understand how confirmation and consummation of the Plan will affect you and any claim, interest, right or action you may have against the Debtors. THE PLAN WILL BIND ALL HOLDERS OF CLAIMS AGAINST AND INTERESTS IN THE DEBTORS TO THE FULLEST EXTENT AUTHORIZED OR PROVIDED UNDER THE APPLICABLE PROVISIONS OF THE BANKRUPTCY CODE AND BY ALL OTHER APPLICABLE LAW.

6. Copies of the Plan and Disclosure Statement are available for review without charge upon request to Debtors' counsel, Polsinelli PC, Attention: Stephen J. Astringer, sastringer@polsinelli.com, (302) 252-0962. Copies of the Plan and Disclosure Statement are also available on the Voting Agent's website at www.omnimgt.com/seniorcarecenters.

Dated: October 25, 2019
Dallas, Texas

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Exhibit 3

Class 5 (General Unsecured Claims) Ballot

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION**

In re:	§	
	§	Chapter 11
	§	
Senior Care Centers, LLC, <i>et al.</i> , ¹	§	Case No. 18-33967 (BJH)
	§	
Debtors.	§	(Jointly Administered)
	§	

**CLASS 5 BALLOT FOR ACCEPTING OR REJECTING THE
THIRD AMENDED JOINT PLAN OF REORGANIZATION**

PLEASE READ THE FOLLOWING CAREFULLY AND FOLLOW THE ENCLOSED INSTRUCTIONS FOR COMPLETING AND RETURNING YOUR BALLOT.

THIS BALLOT MUST BE RECEIVING BY THE VOTING AND CLAIMS AGENT, OMNI MANAGEMENT GROUP, BY 5:00 P.M. (PREVAILING CENTRAL TIME) ON NOVEMBER 29, 2019 OR THE VOTE REPRESENTED BY YOUR BALLOT WILL NOT BE COUNTED.

On October 16, 2019, the Debtors and the Official Committee of Unsecured Creditors (the “Committee”) filed the *Disclosure Statement* (the “**Disclosure Statement**”) for the *Third Amended Joint Plan of Reorganization* (the “**Plan**”). On October 22, 2019, the Bankruptcy Court entered an order (the “**Disclosure Statement Order**”) approving the Disclosure Statement. Among other things, the Disclosure Statement provides additional information about the Debtors, their chapter 11 cases, and the Plan to assist you in completing your ballot. Please note that Court approval of the Disclosure Statement does not indicate approval of the Plan.

Additional or paper copies of the Disclosure Statement may be obtained by (1) calling the Voting and Claims Agent at (844) 378-1143; (2) writing to Senior Care Centers, LLC et al., c/o Omni Management Group, 5955, DeSoto Avenue, Suite 100, Woodland Hills, CA 91367; (3) emailing the Voting and Claims Agent at: seniorcarecenters@omnimgt.com; and/or (4) visiting the Case Website at <http://www.omnimgt.com/seniorcarecenters> (documents may be downloaded for free). You may also obtain any documents filed in the Chapter 11 Cases for a fee via PACER at <http://www.txnb.uscourts.gov>.

¹ The Debtors in the Chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are set forth in the *Order (I) Directing Joint Administration of Chapter 11 Cases, and (II) Granting Related Relief* [Docket No. 569] and may also be found on the Debtors’ claims agent’s website at <https://omnimgt.com/SeniorCareCenters>. The location of the Debtors’ service address is 600 North Pearl Street, Suite 1100, Dallas, Texas 75201.

Along with this Ballot, you have received a Solicitation Package consisting of (1) the Disclosure Statement, including the Plan and all other Exhibit annexed thereto; (2) the Disclosure Statement Order; (3) the Confirmation Hearing Notice; (4) a pre-addressed return envelope; and (5) such other materials as the Court may direct.

Your Claim has been placed in Class 5 - General Unsecured Claims under the Plan.

YOU SHOULD CAREFULLY REVIEW THE PLAN AND THE ATTACHED INSTRUCTIONS BEFORE COMPLETING AND RETURNING THIS BALLOT. YOU MAY WISH TO SEEK LEGAL ADVICE CONCERNING THE PLAN AND THE CLASSIFICATION AND TREATMENT OF YOUR CLAIM UNDER THE PLAN.

If the Voting and Claims Agent does not receive your Ballot by November 29, 2019 at 5:00 p.m. (prevailing Central Time), and if the deadline is not extended, your vote as either acceptance or rejection of the Plan will not count. If the Plan is confirmed by the Court, it will be binding on you, whether or not you vote.

Item 1. Amount of Claim

The undersigned is a Holder of a Class 5 General Unsecured Claim in the unpaid principal amount of:

\$ _____

Item 2. Vote

The Holder of the Claim set forth in Item 1 votes (please select one—if you do not check a box, your vote will not be counted):

☐ To Accept the Plan

☐ To Reject the Plan

Item 3. Class Election

Holders of Claims in Class 5 in excess of \$10,000 may elect to reduce the amount of their Claim to \$10,000 in order to meet the Convenience Class Threshold and receive the treatment of Class 6 under the Plan, in lieu of receiving any distribution in Class 5.

☐ The undersigned Holder of the Claim in Class 5 hereby elects to reduce its Claim to \$10,000 to participate in Class 6.

Item 4. Certifications

By signing this Ballot, the undersigned certifies that: (a) no other Ballots have been cast with respect to the Claim identified in Item 1 and that, to the extent any such Ballots have been cast, such earlier Ballots are hereby revoked; (b) he or she has been provided with a copy of the Plan

and the Disclosure Statement; and (c) as the Record Holder of the Claim set forth in Item 1, the undersigned has full power and authority to vote to accept or reject the Plan. The undersigned also acknowledges that this solicitation is subject to all the terms and conditions set forth in the Plan and that all authority conferred or agreed to be conferred pursuant to this Ballot, and every obligation of the undersigned hereunder, shall be binding upon the transferees, successors, assigns, heirs, executors, administrators, trustees in bankruptcy, and legal representatives of the undersigned and shall not be affected by, and shall survive the death or incapacity, of the undersigned.

Name of Holder

Signature

Name of Signatory (if different than Holder)

Title (if applicable):

Social Security or Federal Tax I.D. No.:

Street Address:

City, State & Zip Code:

Telephone Number:

Email:

Date Completed:

This Ballot is not, and shall not, constitute or be deemed to be (a) a Proof of Claim or interest or an assertion of a Claim or Equity Interest; or (b) an admission by the Debtors of the nature, validity, or amount of any Claim and does not signify that your Claim has been or will be Allowed.

THIS BALLOT MUST BE PROPERLY COMPLETED, SIGNED, AND ACTUALLY RECEIVED BY THE VOTING AND CLAIMS AGENT NO LATER THAN NOVEMBER 29, 2019 AT 5:00 P.M. (PREVAILING CENTRAL TIME) OR YOUR VOTE WILL NOT BE COUNTED. YOU MAY USE THE PRE-ADDRESSED ENVELOPE PROVIDED, OR SEND YOUR BALLOT TO THE FOLLOWING ADDRESS:

<p><u>If by First-Class Mail:</u></p> <p>Senior Care Centers, LLC, et al. Ballot Processing c/o Omni Bankruptcy Group 5955 DeSoto Ave., Suite 100 Woodland Hills, CA 91367</p>	<p><u>If by Hand Delivery or Overnight Mail:</u></p> <p>Senior Care Centers, LLC, et al. Ballot Processing c/o Omni Bankruptcy Group 5955 DeSoto Ave., Suite 100 Woodland Hills, CA 91367</p>
<p><u>If by Electronic Mail</u></p> <p>Ballots may also be delivered to the Voting and Claims Agent by electronic mail sent to sccvoting@omnimgt.com with “Senior Care Centers Vote” on the subject line.²</p>	

BALLOTS SUBMITTED BY FACSIMILE OR OTHER FORMS OF ELECTRONIC SUBMISSION OTHER THAN BY ELECTRONIC MAIL IN ACCORDANCE WITH THE INSTRUCTIONS ABOVE WILL NOT BE ACCEPTED. DO NOT MAIL YOUR BALLOT TO THE DEBTORS, THE DEBTORS’ AGENTS (OTHER THAN THE VOTING AND CLAIMS AGENT), OR THE DEBTORS’ FINANCIAL OR LEGAL ADVISORS.

IF YOU HAVE ANY QUESTIONS REGARDING THIS BALLOT OF THE PROCEDURES FOR VOTING ON THE PLAN OR IF YOU NEED AN ADDITIONAL BALLOT OR ADDITIONAL COPIES OF THE PLAN OR OTHER ENCLOSED MATERIALS, PLEASE CONTACT THE VOTING AGENT BY EMAIL AT SENIORCARECENTERS@OMNIMGT.COM OR BY TELEPHONE AT (844) 378-1143. THE CLAIMS AND BALLOTING AGENT IS NOT PERMITTED TO PROVIDE LEGAL ADVICE.

² For any Ballot cast via electronic mail the format of the attachment must be found in the common workplace and industry standard format (*i.e.*, industry-standard PDF file) and the received date and time in the Voting and Claims Agent’s inbox will be used as the timestamp for receipt.

Voting Information and Instructions for Completing Ballot

1. Your Claim has been temporarily allowed for the purposes of voting to accept or reject the Plan. The temporary allowance of your Claim for voting purposes does not constitute an allowance of your Claim for purposes of distribution under the Plan and is without prejudice to the rights of the Debtors in any other context (*e.g.*, the right of the Debtors and the Committee to contest the amount or validity of any Claim for purposes of allowance under the Plan). Unless the Bankruptcy Court orders otherwise, your Claim will not be counted as a vote in excess of the amount as determined in accordance with the voting rules outlined in the Disclosure Statement Order, regardless of the amount identified in Item 1 of the Ballot. If a lesser amount is identified by you in Item 1 of the Ballot, your Claim will be counted as a vote in such lesser amount.

2. The Ballot does not constitute and shall not be deemed a proof of claim or an assertion of a claim.

3. Confirmation of the Plan requires that, Holders of Claims in at least one Class vote to accept the plan and represent at least two-third in amount and more than one-half of number that votes on the Plan. If the required votes are received and the Court confirms the Plan, it will be binding upon you.

4. To ensure that your vote is counted, complete Items 1, 2, and 4 on this Ballot and return the Ballot to the Voting and Claims Agent.

- a. Instructions for Item 2: Cast one vote to accept or reject the Plan by checking the proper box in Item 2. You must cast all your Claims within a Class to accept or reject the Plan and may not split your vote. Accordingly, a Ballot which partially accepts and partially rejects the Plan will not be counted.
- b. Instructions for Item 4: Review and complete the certification in Item 4. Unless you are submitting your Ballot via electronic mail, your signature is required on the Ballot in order for your vote to count. If you are signing a Ballot in your capacity as a trustee, executor, administrator, guardian, attorney in fact, officer of a corporation, or otherwise acting as a fiduciary or representative capacity, you should indicate such capacity when signing and, if requested by the Voting and Claims Agent, the Debtors, or the Court, must submit evidence to the requesting party that you are authorized to act on behalf of such Holder. In addition, please provide your name and mailing address.

5. As applicable and at your option, complete Item 3 on the Ballot.

6. If your vote is not received by the Voting and Claims Agent by the Voting Deadline of November 29, 2019 at 5:00 p.m. (prevailing Central Time) it will not count as either an acceptance or rejection of the Plan. Ballots must be received by the Voting Deadline at one of the following addresses:

<p><u>If by First-Class Mail:</u></p> <p>Senior Care Centers, LLC, et al. Ballot Processing c/o Omni Bankruptcy Group 5955 DeSoto Ave., Suite 100 Woodland Hills, CA 91367</p>	<p><u>If by Hand Delivery or Overnight Mail:</u></p> <p>Senior Care Centers, LLC, et al. Ballot Processing c/o Omni Bankruptcy Group 5955 DeSoto Ave., Suite 100 Woodland Hills, CA 91367</p>
<p><u>If by Electronic Mail</u></p> <p>Ballots may also be delivered to the Voting and Claims Agent by electronic mail sent to sccvoting@omnimgt.com with “Senior Care Centers Vote” on the subject line.¹</p>	

7. Delivery of a Ballot by facsimile or electronic means other than by electronic mail as set forth herein will not be accepted.

8. If a Ballot is received after the Voting Deadline, it will not be counted, unless the Debtors and the Committee determine otherwise.

9. The following Ballots will not be counted:

- a. Any Ballot that fails to clearly indicate an acceptance or rejection, or that indicates both an acceptance and a rejection, of the Plan;
- b. Any Ballot received after the Voting Deadline, except if the Debtors and Committee have granted an extension of the Voting Deadline with respect to such Ballot, or by order of the Bankruptcy Court;
- c. Any Ballot containing a vote that the Bankruptcy Court determines was not solicited or procured in good faith or in accordance with the applicable provisions of the Bankruptcy Code;
- d. Any Ballot that is illegible or contains insufficient information to permit the identification of the Claim;
- e. Any Ballot cast by a Person or Entity that does not hold an Allowed Claim in a Voting Classes; and
- f. Any unsigned Ballot or Ballot without an authorized signature (or in the case of electronic balloting, a proper and verified electronic signature).

¹ For any Ballot cast via electronic mail the format of the attachment must be found in the common workplace and industry standard format (i.e., industry-standard PDF file) and the received date and time in the Voting and Claims Agent’s inbox will be used as the timestamp for receipt.

10. The deadline for filing and serving motions pursuant to Bankruptcy Rule 3018(a) seeking temporary allowance of Claims for the purposes of accepting or rejecting the Plan (“**Rule 3018(a) Motions**”) shall be November 8, 2019 at 5:00 p.m. (prevailing Central Time) (the “**Rule 3018(a) Motion Deadline**”).

11. If Multiple Ballots are received by the same Holder of a Claim with respect to the same Claims prior to the Voting Deadline, the last dated valid Ballot timely received will supersede and revoke any earlier Ballots.

12. If you believe you have received this Ballot in error, or if you need an additional Ballot, please contact the Voting and Claims Agent immediately at the telephone number or email address set forth below.

PLEASE RETURN YOUR BALLOT PROMPTLY

If you have any questions regarding this Ballot or the voting procedures, or wish to receive a copy of the Plan, Disclosure Statement, or related materials, please contact the Voting and Claims Agent by email at seniorcarecenters@omnimgt.com or by telephone at (844) 378-1143. The Voting and Claims Agent is not authorized to provide legal advice.

Exhibit 4

Class 6 (Convenience Class Claims) Ballot

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION**

In re:	§	
	§	Chapter 11
	§	
Senior Care Centers, LLC, <i>et al.</i> , ¹	§	Case No. 18-33967 (BJH)
	§	
Debtors.	§	(Jointly Administered)
	§	

**CLASS 6 BALLOT FOR ACCEPTING OR REJECTING THE
THIRD AMENDED JOINT PLAN OF REORGANIZATION**

PLEASE READ THE FOLLOWING CAREFULLY AND FOLLOW THE ENCLOSED INSTRUCTIONS FOR COMPLETING AND RETURNING YOUR BALLOT.

THIS BALLOT MUST BE RECEIVING BY THE VOTING AND CLAIMS AGENT, OMNI MANAGEMENT GROUP, BY 5:00 P.M. (PREVAILING CENTRAL TIME) ON NOVEMBER 29, 2019 OR THE VOTE REPRESENTED BY YOUR BALLOT WILL NOT BE COUNTED.

On October 16, 2019, the Debtors and the Official Committee of Unsecured Creditors (the “Committee”) filed the *Disclosure Statement* (the “**Disclosure Statement**”) for the *Third Amended Joint Plan of Reorganization* (the “**Plan**”). On October 22, 2019, the Bankruptcy Court entered an order (the “**Disclosure Statement Order**”) approving the Disclosure Statement. Among other things, the Disclosure Statement provides additional information about the Debtors, their chapter 11 cases, and the Plan to assist you in completing your ballot. Please note that Court approval of the Disclosure Statement does not indicate approval of the Plan.

Additional or paper copies of the Disclosure Statement may be obtained by (1) calling the Voting and Claims Agent at (844) 378-1143; (2) writing to Senior Care Centers, LLC et al., c/o Omni Management Group, 5955, DeSoto Avenue, Suite 100, Woodland Hills, CA 91367; (3) emailing the Voting and Claims Agent at: seniorcarecenters@omnimgt.com; and/or (4) visiting the Case Website at <http://www.omnimgt.com/seniorcarecenters> (documents may be downloaded for free). You may also obtain any documents filed in the Chapter 11 Cases for a fee via PACER at <http://www.txnb.uscourts.gov>.

¹ The Debtors in the Chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are set forth in the *Order (I) Directing Joint Administration of Chapter 11 Cases, and (II) Granting Related Relief* [Docket No. 569] and may also be found on the Debtors’ claims agent’s website at <https://omnimgt.com/SeniorCareCenters>. The location of the Debtors’ service address is 600 North Pearl Street, Suite 1100, Dallas, Texas 75201.

Along with this Ballot, you have received a Solicitation Package consisting of (1) the Disclosure Statement, including the Plan and all other Exhibit annexed thereto; (2) the Disclosure Statement Order; (3) the Confirmation Hearing Notice; (4) a pre-addressed return envelope; and (5) such other materials as the Court may direct.

Your Claim has been placed in Class 6 - Convenience Class Claims under the Plan.

YOU SHOULD CAREFULLY REVIEW THE PLAN AND THE ATTACHED INSTRUCTIONS BEFORE COMPLETING AND RETURNING THIS BALLOT. YOU MAY WISH TO SEEK LEGAL ADVICE CONCERNING THE PLAN AND THE CLASSIFICATION AND TREATMENT OF YOUR CLAIM UNDER THE PLAN.

If the Voting and Claims Agent does not receive your Ballot by November 29, 2019 at 5:00 p.m. (prevailing Central Time), and if the deadline is not extended, your vote as either acceptance or rejection of the Plan will not count. If the Plan is confirmed by the Court, it will be binding on you, whether or not you vote.

Item 1. Amount of Claim

The undersigned is a Holder of a Class 6 Convenience Class Claim in the unpaid principal amount of:

\$ _____

Item 2. Vote

The Holder of the Claim set forth in Item 1 votes (please select one—if you do not check a box, your vote will not be counted):

☐ To Accept the Plan

☐ To Reject the Plan

Item 3. Certifications

By signing this Ballot, the undersigned certifies that: (a) no other Ballots have been cast with respect to the Claim identified in Item 1 and that, to the extent any such Ballots have been cast, such earlier Ballots are hereby revoked; (b) he or she has been provided with a copy of the Plan and the Disclosure Statement; and (c) as the Record Holder of the Claim set forth in Item 1, the undersigned has full power and authority to vote to accept or reject the Plan. The undersigned also acknowledges that this solicitation is subject to all the terms and conditions set forth in the Plan and that all authority conferred or agreed to be conferred pursuant to this Ballot, and every obligation of the undersigned hereunder, shall be binding upon the transferees, successors, assigns, heirs, executors, administrators, trustees in bankruptcy, and legal representatives of the undersigned and shall not be affected by, and shall survive the death or incapacity, of the undersigned.

Name of Holder

Signature

Name of Signatory (if different than Holder)

Title (if applicable):

Social Security or Federal Tax I.D. No.:

Street Address:

City, State & Zip Code:

Telephone Number:

Email:

Date Completed:

This Ballot is not, and shall not, constitute or be deemed to be (a) a Proof of Claim or interest or an assertion of a Claim or Equity Interest; or (b) an admission by the Debtors of the nature, validity, or amount of any Claim and does not signify that your Claim has been or will be Allowed.

THIS BALLOT MUST BE PROPERLY COMPLETED, SIGNED, AND ACTUALLY RECEIVED BY THE VOTING AND CLAIMS AGENT NO LATER THAN NOVEMBER 29, 2019 AT 5:00 P.M. (PREVAILING CENTRAL TIME) OR YOUR VOTE WILL NOT BE COUNTED. YOU MAY USE THE PRE-ADDRESSED ENVELOPE PROVIDED, OR SEND YOUR BALLOT TO THE FOLLOWING ADDRESS:

<u>If by First-Class Mail:</u>	<u>If by Hand Delivery or Overnight Mail:</u>
Senior Care Centers, LLC, et al. Ballot Processing c/o Omni Bankruptcy Group 5955 DeSoto Ave., Suite 100 Woodland Hills, CA 91367	Senior Care Centers, LLC, et al. Ballot Processing c/o Omni Bankruptcy Group 5955 DeSoto Ave., Suite 100 Woodland Hills, CA 91367

<u>If by Electronic Mail</u>	
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Ballots may also be delivered to the Voting and Claims Agent by electronic mail sent to sccvoting@omnimgt.com with “Senior Care Centers Vote” on the subject line. ²	
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BALLOTS SUBMITTED BY FACSIMILE OR OTHER FORMS OF ELECTRONIC SUBMISSION OTHER THAN BY ELECTRONIC MAIL IN ACCORDANCE WITH THE INSTRUCTIONS ABOVE WILL NOT BE ACCEPTED. DO NOT MAIL YOUR BALLOT TO THE DEBTORS, THE DEBTORS’ AGENTS (OTHER THAN THE VOTING AND CLAIMS AGENT), OR THE DEBTORS’ FINANCIAL OR LEGAL ADVISORS.

IF YOU HAVE ANY QUESTIONS REGARDING THIS BALLOT OF THE PROCEDURES FOR VOTING ON THE PLAN OR IF YOU NEED AN ADDITIONAL BALLOT OR ADDITIONAL COPIES OF THE PLAN OR OTHER ENCLOSED MATERIALS, PLEASE CONTACT THE VOTING AGENT BY EMAIL AT SENIORCARECENTERS@OMNIMGT.COM OR BY TELEPHONE AT (844) 378-1143. THE CLAIMS AND BALLOTING AGENT IS NOT PERMITTED TO PROVIDE LEGAL ADVICE.

² For any Ballot cast via electronic mail the format of the attachment must be found in the common workplace and industry standard format (*i.e.*, industry-standard PDF file) and the received date and time in the Voting and Claims Agent’s inbox will be used as the timestamp for receipt.

Voting Information and Instructions for Completing Ballot

1. Your Claim has been temporarily allowed for the purposes of voting to accept or reject the Plan. The temporary allowance of your Claim for voting purposes does not constitute an allowance of your Claim for purposes of distribution under the Plan and is without prejudice to the rights of the Debtors in any other context (*e.g.*, the right of the Debtors and the Committee to contest the amount or validity of any Claim for purposes of allowance under the Plan). Unless the Bankruptcy Court orders otherwise, your Claim will not be counted as a vote in excess of the amount as determined in accordance with the voting rules outlined in the Disclosure Statement Order, regardless of the amount identified in Item 1 of the Ballot. If a lesser amount is identified by you in Item 1 of the Ballot, your Claim will be counted as a vote in such lesser amount.

2. The Ballot does not constitute and shall not be deemed a proof of claim or an assertion of a claim.

3. Confirmation of the Plan requires that, Holders of Claims in at least one Class vote to accept the plan and represent at least two-third in amount and more than one-half of number that votes on the Plan. If the required votes are received and the Court confirms the Plan, it will be binding upon you.

4. To ensure that your vote is counted, complete Items 1, 2, and 3 on this Ballot and return the Ballot to the Voting and Claims Agent.

- a. Instructions for Item 2: Cast one vote to accept or reject the Plan by checking the proper box in Item 2. You must cast all your Claims within a Class to accept or reject the Plan and may not split your vote. Accordingly, a Ballot which partially accepts and partially rejects the Plan will not be counted.
- b. Instructions for Item 3: Review and complete the certification in Item 3. Unless you are submitting your Ballot via electronic mail, your signature is required on the Ballot in order for your vote to count. If you are signing a Ballot in your capacity as a trustee, executor, administrator, guardian, attorney in fact, officer of a corporation, or otherwise acting as a fiduciary or representative capacity, you should indicate such capacity when signing and, if requested by the Voting and Claims Agent, the Debtors, or the Court, must submit evidence to the requesting party that you are authorized to act on behalf of such Holder. In addition, please provide your name and mailing address.

5. If your vote is not received by the Voting and Claims Agent by the Voting Deadline of November 29, 2019 at 5:00 p.m. (prevailing Central Time) it will not count as either an acceptance or rejection of the Plan. Ballots must be received by the Voting Deadline at one of the following addresses:

<p><u>If by First-Class Mail:</u></p> <p>Senior Care Centers, LLC, et al. Ballot Processing c/o Omni Bankruptcy Group 5955 DeSoto Ave., Suite 100 Woodland Hills, CA 91367</p>	<p><u>If by Hand Delivery or Overnight Mail:</u></p> <p>Senior Care Centers, LLC, et al. Ballot Processing c/o Omni Bankruptcy Group 5955 DeSoto Ave., Suite 100 Woodland Hills, CA 91367</p>
<p><u>If by Electronic Mail</u></p> <p>Ballots may also be delivered to the Voting and Claims Agent by electronic mail sent to sccvoting@omnimgt.com with “Senior Care Centers Vote” on the subject line.¹</p>	

6. Delivery of a Ballot by facsimile or electronic means other than by electronic mail as set forth herein will not be accepted.

7. If a Ballot is received after the Voting Deadline, it will not be counted, unless the Debtors and the Committee determine otherwise.

8. The following Ballots will not be counted:

- a. Any Ballot that fails to clearly indicate an acceptance or rejection, or that indicates both an acceptance and a rejection, of the Plan;
- b. Any Ballot received after the Voting Deadline, except if the Debtors and the Committee have granted an extension of the Voting Deadline with respect to such Ballot, or by order of the Bankruptcy Court;
- c. Any Ballot containing a vote that the Bankruptcy Court determines was not solicited or procured in good faith or in accordance with the applicable provisions of the Bankruptcy Code;
- d. Any Ballot that is illegible or contains insufficient information to permit the identification of the Claim;
- e. Any Ballot cast by a Person or Entity that does not hold an Allowed Claim in a Voting Classes; and
- f. Any unsigned Ballot or Ballot without an authorized signature (or in the case of electronic balloting, a proper and verified electronic signature).

¹ For any Ballot cast via electronic mail the format of the attachment must be found in the common workplace and industry standard format (i.e., industry-standard PDF file) and the received date and time in the Voting and Claims Agent’s inbox will be used as the timestamp for receipt.

9. The deadline for filing and serving motions pursuant to Bankruptcy Rule 3018(a) seeking temporary allowance of Claims for the purposes of accepting or rejecting the Plan (“**Rule 3018(a) Motions**”) shall be November 8, 2019 at 5:00 p.m. (prevailing Central Time) (the “**Rule 3018(a) Motion Deadline**”).

10. If Multiple Ballots are received by the same Holder of a Claim with respect to the same Claims prior to the Voting Deadline, the last dated valid Ballot timely received will supersede and revoke any earlier Ballots.

11. If you believe you have received this Ballot in error, or if you need an additional Ballot, please contact the Voting and Claims Agent immediately at the telephone number or email address set forth below.

PLEASE RETURN YOUR BALLOT PROMPTLY

If you have any questions regarding this Ballot or the voting procedures, or wish to receive a copy of the Plan, Disclosure Statement, or related materials, please contact the Voting and Claims Agent by email at seniorcarecenters@omnimgt.com or by telephone at (844) 378-1143. The Voting and Claims Agent is not authorized to provide legal advice.

Exhibit 5

Confirmation Hearing Notice

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION**

In re:	§	
	§	Chapter 11
	§	
Senior Care Centers, LLC, <i>et al.</i> , ¹	§	Case No. 18-33967 (BJH)
	§	
Debtors.	§	(Jointly Administered)
	§	

**NOTICE OF CONFIRMATION HEARING AND
DEADLINE FOR OBJECTING TO CONFIRMATION**

PLEASE TAKE NOTICE OF THE FOLLOWING:

1. On October 16, 2019, the Debtors and the Committee filed the *Disclosure Statement* (the “**Disclosure Statement**”) for the *Third Amended Joint Plan of Reorganization* (the “**Plan**”).

2. On October 22, 2019, the Bankruptcy Court entered an order (the “**Disclosure Statement Order**”), among other things, (i) approving the Disclosure Statement, (ii) approving certain notice related procedures and other procedures for solicitation and tabulation of votes to accept or reject the Plan, and (iii) scheduling a hearing for confirmation of the Plan

3. The hearing to confirm the Plan (the “**Confirmation Hearing**”) will be held before the Honorable Stacey G. C. Jernigan, United States Bankruptcy Judge, United States Bankruptcy Court for the Northern District of Texas, Earle Cabell Federal Building, 1100 Commerce Street, 14th Floor, Courtroom No. 1, Dallas, Texas 75242, on **December 4, 2019 at 9:30 a.m. (prevailing Central Time)**. The Confirmation Hearing may be continued from time-to-time by the announcement of such continuance in open court or otherwise, all without further notice to parties in interest, and the Plan may be modified pursuant to 11 U.S.C. 1127 prior to, during, or as a result of the Confirmation Hearing, without further notice to the parties in interest.

4. Any objections to the Plan must: (i) be in writing; (ii) state the name and address of the responding party and the amount and nature of the claim or interest of such party; (iii) state with particularity the legal and factual basis of any response; (iv) conform to the Bankruptcy Rules and Local Rules; and (v) be filed with the Bankruptcy Court and served on: (a) the Debtors, Senior Care Centers, LLC, 600 North Pearl Street, Suite 1100, Dallas, Texas 75201 (Attention: Kevin O’Halloran); (b) counsel to the Debtors, Polsinelli PC, 600 3rd Avenue, 42nd Floor, New York, New York 10016 (Attention: Jeremy R. Johnson) and Polsinelli PC, 2950 N.

¹ The Debtors in the Chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are set forth in the *Order (I) Directing Joint Administration of Chapter 11 Cases, and (II) Granting Related Relief* [Docket No. 569] and may also be found on the Debtors’ claims agent’s website at <https://omnimgt.com/SeniorCareCenters>. The location of the Debtors’ service address is 600 North Pearl Street, Suite 1100, Dallas, Texas 75201.

Harwood, Suite 2100, Dallas, Texas 75201 (Attention: Trey A. Monsour); (c) counsel to the Official Committee of Unsecured Creditors, Greenberg Traurig, LLP, 77 West Wacker Drive, Suite 3100, Chicago, Illinois 60601 (Attention: Nancy A. Peterman) and Greenberg Traurig, LLP, 1000 Louisiana Street, Suite 1700, Houston, Texas 77002 (Attention: Shari L. Heyen); and (d) the Office of the United States Trustee, 1100 Commerce Street, Room 976, Dallas, Texas 75242 (Attention: Meredyth A. Kippes), so that they are received no later than **November 29, 2019 at 5:00 p.m.** (prevailing Central Time). Objections not timely filed and served in the manner set forth in the Disclosure Statement Order may not be considered and may be deemed overruled. The Debtors and the Committee reserve the right to file a consolidated reply to any such objections no later than November 27, 2019.

5. Pursuant to the Disclosure Statement Order, the Bankruptcy Court approved the use of certain materials in the solicitation of votes to accept or reject the Plan and certain procedures for the tabulation of votes to accept or reject the Plan. If you are a holder of a Claim against the Debtors as of October 22, 2019 (the “**Record Date**”) and entitled to vote, you have received with this Notice a ballot form (a “**Ballot**”) and instructions for completing the Ballot.

6. For a vote to accept or reject the Plan to be counted, the holder of a Ballot must complete all required information on the Ballot, execute the Ballot, and return the completed Ballot in accordance with the instructions so that it is received by **November 29, 2019 at 5:00 p.m. (prevailing Central Time)** (the “**Voting Deadline**”). Any failure to follow the instructions included with the Ballot or to return a properly completed Ballot so that it is received by the Voting Deadline may disqualify such Ballot and vote on the Plan. The rules and procedures for the tabulation of the votes are outlined in the Disclosure Statement Order.

7. If a Holder of a Claim wishes to challenge the allowance or disallowance of a Claim for voting purposes under the Tabulation Procedures (as defined in the Disclosure Statement Order), such entity must file a motion, pursuant to Bankruptcy Rule 3018(a), for an order temporarily allowing such Claim in a different amount or classification for purposes of voting to accept or reject the Plan and serve such motion on the undersigned counsel to the Debtors and the Committee so that it is received no later than November 8, 2019 at 5:00 p.m. (prevailing Central Time). The Debtors and the Committee shall have until November 15, 2019 to file and serve any responses to such motions. Unless the Court orders otherwise, such Claim will not be counted for voting purposes in excess of the amount determined in accordance with the Tabulation Procedures.

8. **Article VIII of the Plan contains certain release, exculpation, and injunction language. Additionally, Article III of the Plan contains the classification and treatment of claims and equity interests. You should read the provisions contained in Articles III and VIII of the Plan very carefully so that you understand how confirmation and consummation of the Plan will affect you and any claim, interest, right or action you may have against the Debtors. THE PLAN WILL BIND ALL HOLDERS OF CLAIMS AGAINST AND INTERESTS IN THE DEBTORS TO THE FULLEST EXTENT AUTHORIZED OR PROVIDED UNDER THE APPLICABLE PROVISIONS OF THE BANKRUPTCY CODE AND BY ALL OTHER APPLICABLE LAW.**

9. Copies of the Plan and Disclosure Statement are available for review without charge upon request to Debtors' counsel, Polsinelli PC, Attention: Stephen J. Astringer, sastringer@polsinelli.com, (302) 252-0962. Copies of the Plan and Disclosure Statement are also available on the Voting Agent's website at www.omnimgt.com/seniorcarecenters.

Dated: October 25, 2019
Dallas, Texas

POLSINELLI PC

Trey A. Monsour
State Bar No. 14277200
2950 N. Harwood, Suite 2100
Dallas, Texas 75201
Telephone: (214) 397-0030
Facsimile: (214) 397-0033
tmonsour@polsinelli.com

-and-

Jeremy R. Johnson (Admitted *Pro Hac Vice*)
Stephen J. Astringer (Admitted *Pro Hac Vice*)
600 3rd Avenue, 42nd Floor
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Counsel to the Debtors and Debtors in Possession

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-and-

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petermann@gtlaw.com

Counsel to the Official Committee of Unsecured Creditors